OMB Number:	EODM D	1201409	OMB APPROVAL
SECURITIES AND EXCHANGE COMMISSION   Washington, D.C. 20549   FORM D   FORM D   FORM D   SECURITIES   PURSUANT TO REGULATION D, SECTION 4(6), AND/OR   DATE RECEIVED   I   DATE RECEIVED	LAUM D	UNITED STATES 178178	
Name of Offering   Check/if this is an amendment and name has changed, and indicate change.	SECURITIES		
SEC USE ONLY	W	ashington, D.C. 20549	7 1
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Offering of Limited Liability Company Interests of Sand Spring Capital II, LLC  Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE  Type of Filing: New Filing Amendment  A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the Issuer  Name of Issuer Check if this is an amendment and name has changed, and indicate change.  Sand Spring Capital II, LLC  Address of Executive Offices  (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Brief Description of Business: Private Investment Company  Type of Business Organization    Corporation   Iimited partnership, already formed   Itmited Liability Company	RECENED		
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Offering of Limited Liability Company Interests of Sand Spring Capital II, LLC  Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE  Type of Filing: New Filing Amendment  A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the Issuer  Name of Issuer Check if this is an amendment and name has changed, and indicate change.  Sand Spring Capital II, LLC  Address of Executive Offices  (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Brief Description of Business: Private Investment Company  Type of Business Organization    Corporation   Iimited partnership, already formed   Itmited Liability Company	/ 1000 /PURS		Prefix Serial
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Offering of Limited Liability Company Interests of Sand Spring Capital II, LLC  Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE  Type of Filing: New Filing Amendment  A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the Issuer  Name of Issuer Check if this is an amendment and name has changed, and indicate change.  Sand Spring Capital II, LLC  Address of Executive Offices  (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Brief Description of Business: Private Investment Company  Type of Business Organization    Corporation   Iimited partnership, already formed   Itmited Liability Company	/ NOV " S s		
Name of Offering (   check if this is an amendment and name has changed, and indicate change.)  Offering of Limited Liability Company Interests of Sand Spring Capital II, LLC  Filling Uncler (Check box(es) that apply):	UNIFORMI	IMITED OFFERING EXEMPTION	DATE RECEIVED
Offering of Limited Liability Company Interests of Sand Spring Capital II, LLC  Filing Uncler (Check box(es) that apply):	190/3		1
Offering of Limited Liability Company Interests of Sand Spring Capital II, LLC  Filing Uncler (Check box(es) that apply):			
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer   check if this is an amendment and name has changed, and indicate change.  Sand Spring Capital II, LLC  Address of Executive Offices   (Number and Street, City, State, Zip Code)   (225) 343-9342  Address of Principal Offices   (Number and Street, Baton Rouge, LA 70801   (225) 343-9342  Address of Principal Offices   (Number and Street, Baton Rouge, LA 70801   (225) 343-9342  Telephone Number (Including Area Code)   (100)	- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	the second secon	The state of the s
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer	Filing Uncler (Check box(es) that apply):	] Rule 504 ☐ Rule 505	☐ Section 4(6) ☐ ULOE
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer	Type of Filing: New Filing	☑ Amendment	sellal so lim
Name of Issuer	1 :	A. BASIC IDENTIFICATION DATA	LECTRIC DEPTH CHINA CHIN
Address of Executive Offices (Number and Street, City, State, Zip Code)  c/o Commonwealth Advisors, Inc., 247 Florida Street, Baton Rouge, LA 70801  Address of Principal Offices (Number and Street, Baton Rouge, LA 70801  Address of Principal Offices (Number and Street, Baton Rouge, LA 70801)  Brief Description of Business: Private Investment Company  THOMSON  Type of Business Organization   Ilimited partnership, already formed   Company   Company    Company   Capital II, LLC   Telephone Number (Including Area Code)	1. Enter the information requested about the issue	er	
Address of Executive Offices  c/o Commonwealth Advisors, Inc., 247 Florida Street, Baton Rouge, LA 70801  Address of Principal Offices  (Number and Street, City, State, Zip Code)  (Number and Street, City, State, Zip Code)  (225) 343-9342  Telephone Number (Including Area Code)  (225) 343-9342  Telephone Number (Including Area Code)  Telephone Number (Including Area Code)  (if different from Executive Offices)  Brief Description of Business:  Private Investment Company  THOMSON  FINANCIAL    corporation	Name of Issuer	nent and name has changed, and indicate change.	I LETAU TOME TOME TOME THE WEST STORY THAN THE WAY I THE
c/o Commonwealth Advisors, Inc., 247 Florida Street, Baton Rouge, LA 70801  Address of Principal Offices (Number and Street, Rouge)  Brief Description of Business: Private Investment Company  Type of Business Organization  Corporation  Dusiness trust  Imited partnership, already formed  Limited Liability Company	Sand Spring Capital II, LLC		06062052
(if different from Executive Offices)  Brief Description of Business: Private Investment Company  THOMSON  Type of Business Organization  □ corporation □ limited partnership, already formed □ business trust □ limited partnership, to be formed □ Limited Liability Company		•	Telephone Number (Including Area Code) (225) 343-9342
(if different from Executive Offices)  Brief Description of Business: Private Investment Company  THOMSON  Type of Business Organization  □ corporation □ limited partnership, already formed □ business trust □ limited partnership, to be formed □ Limited Liability Company	Address of Principal Offices	(Number and Street, Sity State, Zip C	de) Telephone Number (Including Area Code)
Type of Business Organization    Corporation   Iimited partnership, already formed   Company	(if different from Executive Offices)		
☐ corporation ☐ limited partnership, already formed ☐ other (please specify) ☐ business trust ☐ limited partnership, to be formed ☐ Limited Liability Company	Brief Description of Business: Private Investm	ent Company NUV 2 0 2006	<u> </u>
☐ corporation ☐ limited partnership, already formed ☐ other (please specify) ☐ business trust ☐ limited partnership, to be formed ☐ Limited Liability Company	· · · · · · · · · · · · · · · · · · ·	THOMSON	
☐ corporation       ☐ limited partnership, already formed       ☑ other (please specify)         ☐ business trust       ☐ limited partnership, to be formed       Limited Liability Company	Type of Business Organization	FINANCIAL	
	<u> </u>	☐ limited partnership, already formed	
Month Year	☐ business trust	limited partnership, to be formed	Limited Liability Company
Actual or Estimated Date of Incorporation or Organization:  0 7 0 6 🖾 Actual 🗆 Estimated	, ,		6
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State;	Jurisdiction of Incorporation or Organization: (Enter		
CN for Canada; FN for other foreign jurisdiction)  D E		CN for Canada; FN for other foreign jurisc	diction) D E
GENERAL INSTRUCTIONS Federal:	CENERAL INCTRUCTIONS	<del></del>	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15			

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (5-05)

	A: BASIC IDENTIFICATION DATA										
Each beneficial ow     Each executive offi	he issuer, if the iss ner having the po- cer and director o	suer has been organized wi wer to vote or dispose, or d		of, 10% or more of ging partners of par	a class of equity securities of the issuer; rtnership issuers; and						
Check Bcx(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member						
Full Name (Last name first,	if individual):	Sand Spring Manage	ement, LLC								
Business or Residence Add 70801	ress (Number and	Street, City, State, Zip Co	de): c/o Commonwealt	h Advisors, Inc.,	247 Florida Street, Baton Rouge, LA						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first,	if individual):	Walter A. Morales									
Business or Residence Add 70801	ress (Number and	Street, City, State, Zip Co	de): c/o Commonwealt	h Advisors, Inc.,	247 Florida Street, Baton Rouge, LA						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first,	if individual):	Kevin S. Miller									
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Commonwealth Advisors, Inc., 247 Florida Street, Baton Rouge, LA 70801											
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner						
Full Name (Last name first,	if individual):	Barkley's Bank									
Business or Residence Add 70801	ress (Number and	Street, City, State, Zip Co	de): c/o Commonwealt	h Advisors, Inc.,	247 Florida Street, Baton Rouge, LA						
Check Bcx(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner						
Full Name (Last name first,	if individual):										
Business or Residence Add	ress (Number and	f Street, City, State, Zip Coo	de):								
Check Bcx(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, i	if individual):		· · · · · · · · · · · · · · · · · · ·								
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):								
Check Bcx(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, i	if individual):										
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):								
Check Bcx(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, i	f individual):										
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):								
Check Bcx(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					Ж. В.	INFORM	ATION	ABOUT	OFFER	ING :		YNE	
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1.	Has the issu	er sold, or	does the is	ssuer inten	d to sell, to Answer	o non-accr also in App	edited inve pendix, Co	estors in th lumn 2, if	is offering filing unde	? r ULOE.		☐ Yes	⊠ No
2.	What is the r	ninimum in	vestment	that will be	accepted	from any i	ndividual?					_	.000,000** y be waived
3.	Does the offe	aring nermi	it ioint own	ershin of a	sinale uni	i <del>t</del> ?						ΓΊVρο	; ⊠ No
4.	Enter the info any commiss offering. If a and/or with a associated p	ormation re ion or simi person to state or st	equested for lar remune be listed is ates, list th	or each per eration for an associ ne name o	rson who h solicitation ated perso the broke	nas been o of purcha on or agen or or dealer	or will be pa sers in con t of a brok r. If more t	aid or give nnection w er or deale than five (5	n, directly ith sales o er registere 5) persons	or indirect f securities d with the to be liste	ly, s in the SEC d are		
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Nam	e of Associat	ed Broker	or Dealer										
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3 of 8

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	. \$	0	\$	0
	Equity	. \$	0	\$	0
1	Convertible Securities (including warrants)		0	\$	
	Partnership Interests				
				. <u>\$</u>	0
	Other (Specify) limited liability company interests)	_		<u> </u>	23,300,000
	•	\$	100,000,000	<u>\$</u>	23,300,000
2.	Answer also in Appendix, Column 3, if filing under ULOE  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		1	\$	23,300,000
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		N/A	<u>\$</u>	N/A
	Answer also in Appendix, Column 4, if filing under ULOE				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
	Type of Offering		Types of Security		Dollar Amount Sold
	Rule 505		N/A	<u>\$</u>	N/A
	Regulation A		N/A	\$	N/A
	Rule 504		N/A	<u>\$</u>	N/A
	Total		N/A	\$	N/A
١.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🗆	\$	
	Printing and Engraving Costs		🗆	\$	
	Legal Fees		🛛	\$	51,476
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify))			\$	

C: OFFERING PRICE; NUMBER OF INVESTORS; EXPENSES AND USE OF PROCEEDS;

51,476

4 b. Enter the differ Quest on 1 and total adjusted gross profused for each of the estimate and check the adjusted gross of Purchase of Purchase of Acquisition offering that pursuant to Repayment	ence between the age of expenses furnished ceeds to the issuer." Immount of the adjuster purposes shown. If the box to the left of proceeds to the issuel or leasing and in or leasing of plant by the of other businesses (in may be used in exchange of the state	gregate offering price of in response to Part Cod gross proceeds to the the amount for any purithe estimate. The total of set forth in response the staffation of machinery willdings and facilities	given in response to F —Question 4.a. This d ne issuer used or prop propose is not known, fi al of the payments liste to Part C – Question	Part C- difference is the consect to be consect to be commission and ed must equal 4.b. above.	Payments to Officers, Directors & Affiliates	\$ _ □	99,948,524  Payments to Others
Quest on 1 and total "adjusted gross pro  5 Indicate below the aused for each of the estimate and check the adjusted gross  Salaries and Purchase of Purchase, re  Construction Acquisition offering that pursuant to  Repayment	I expenses furnished ceeds to the issuer." Imount of the adjuster purposes shown. If the box to the left of the coroceeds to the issuer.  I fees	in response to Part C- d gross proceeds to the the amount for any pur the estimate. The total r set forth in response	—Question 4.a. This definition of the payments listed to Part C — Question of the payments listed to Part C — Question of the payments listed to Part C — Question of the payment of the p	difference is the	Payments to Officers, Directors &	<u>\$</u> 	Payments to
used for each of the estimate and check the adjusted gross.  Salaries and Purchase of Purchase, reconstruction offering that pursuant to Repayment	real estate ental or leasing and in or leasing of plant be of other businesses (in may be used in exch.	the amount for any pur the estimate. The total r set forth in response	rpose is not known, fi al of the payments liste to Part C – Question	umish an ed must equal 4.b. above	Officers, Directors &	_ 0	
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	ng by the issuer to fu	signed by the undersignish to the U.S. Secu	urities and Exchange (	person. If this	notice is filed under Rul pon written request of its		
Issuer (Print or Type) Sand Spring Capital II	LLC	Sign	Valla la	male	ı	Date Novemb	er 8, 2006
Name of Signer (Print of Walter A. Morales	r Type)	Mana	of Signer (Print or Tylinaging Member of Sa ital II, LLC		nagement, LLC, Manag		

4	<b>r</b> .	·	ž.							
		E STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.262 provisions of such rule?	presently subject to any of the disqualification	Yes No							
	s	ee Appendix, Column 5, for state response.								
2.	<ol> <li>The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.</li> </ol>									
3.	The undersigned issuer hereby undertakes	to furnish to the state administrators, upon written request, in	formation furnished by the issuer to offerees.							
4.		e issuer is familiar with the conditions that must be satisfied to s notice is filed and understands that the issuer claiming the a peen satisfied.								
	suer has read this notification and knows the crized person.	ontents to be true and has duly caused this notice to be signe	d on its behalf by the undersigned duly							
Issuer	(Frint or Type)	Signature /	Date							
Sand	Spring Capital II, LLC	Wall a. Manly	November 8, 2006							
Name	of Signer (Print or Type)	Title of Signer (Print or Type)	Title of Signer (Print or Type)							
Walte	r / Morales		Managing Member of Sand Spring Management, LLC, Managing Member of Sand Spring							
		Capital II, LLC								

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1					<b>APP</b>	ENDIX				
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#/		Intendation to non-a	d to sell	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of in amount purch (Part C	vestor and lased in State - Item 2)	·	Disquali under Sta (if yes, explana waiver g (Part E	te ULO attach ition of ranted)
	State	Yes	No	Limited Liability Company Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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	to non-a	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and Amount purchased in State (Part C – Item 2)						
State	Yes	No	Limited Liability Company Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
NM			. ,			·					
NY	·	х	\$100,000,000	1	\$23,300,000	0	\$0		х		
NC							<del></del> -	···			
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